

Michael J. Frevola (MJF 8359)
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New York, NY 10007-3189
(212) 513-3200
ATTORNEYS FOR PLAINTIFF
NORTH OFFSHORE AS

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

NORTH OFFSHORE AS,

Plaintiff,

-against-

ROLV BERG DRIVE AS,

Defendant.

07 Civ. 3095 (SHS)

**VERIFIED ANSWER TO
COUNTERCLAIM**

Plaintiff, North Offshore AS ("Plaintiff" or "North Offshore"), by and through its attorneys, Holland & Knight LLP, for its verified answer to the counterclaim alleged by Rolv Berg Drive AS ("Defendant" or "RBD"), responds to the counterclaim paragraphs in Defendant's Verified Answer and Counterclaim as follows:

4. Plaintiff admits the allegations contained in numbered paragraph 4 of the counterclaim section of Defendant's Verified Answer and Counterclaim.

5. Plaintiff admits the allegations contained in numbered paragraph 5 of the counterclaim section of Defendant's Verified Answer and Counterclaim.

6. Plaintiff denies the allegations contained in numbered paragraph 6 of the counterclaim section of Defendant's Verified Answer and Counterclaim.

7. Plaintiff denies the allegations contained in numbered paragraph 7 of the counterclaim section of Defendant's Verified Answer and Counterclaim.

8. Plaintiff denies the allegations contained in numbered paragraph 8 of the counterclaim section of Defendant's Verified Answer and Counterclaim.

9. Plaintiff denies the allegations contained in numbered paragraph 9 of the counterclaim section of Defendant's Verified Answer and Counterclaim.

10. Numbered paragraph 10 of the counterclaim section of Defendant's Verified Answer and Counterclaim does not require a response from Plaintiff.

11. Plaintiff denies the allegations contained in numbered paragraph 11 of the counterclaim section of Defendant's Verified Answer and Counterclaim.

12. Plaintiff denies knowledge or information sufficient to admit or deny the allegations contained in numbered paragraph 12 of the counterclaim section of Defendant's Verified Answer and Counterclaim.

13. Plaintiff denies the allegations contained in numbered paragraph 13 of the counterclaim section of Defendant's Verified Answer and Counterclaim.

14. Plaintiff denies the allegations contained in numbered paragraph 14 of the counterclaim section of Defendant's Verified Answer and Counterclaim.

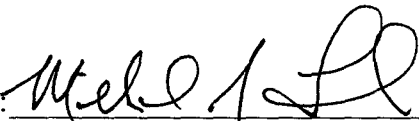
15. Plaintiff denies the allegations contained in numbered paragraph 15 of the counterclaim section of Defendant's Verified Answer and Counterclaim.

16. Plaintiff denies knowledge or information sufficient to admit or deny the allegations contained in numbered paragraph 16 of the counterclaim section of Defendant's Verified Answer and Counterclaim.

WHEREFORE, North Offshore respectfully prays that this Court dismiss Defendant's counterclaim and /or deny Defendant's request for counter-security.

Dated: New York, New York
October 1, 2007

HOLLAND & KNIGHT LLP

By:  _____

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Christopher R. Nolan

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Attorneys for Plaintiff North Offshore AS

VERIFICATION

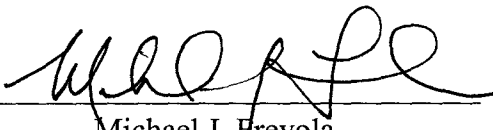
STATE OF NEW YORK)

:SS.:

COUNTY OF NEW YORK)

MICHAEL J. FREVOLA, being duly sworn, deposes and says:

I am a member of the firm of Holland & Knight LLP, counsel for North Offshore AS, plaintiff in the foregoing action. I have read the foregoing Verified Answer to Counterclaim and know the contents thereof, and the same are true and correct to the best of my knowledge. I have reviewed documentation provided to me by North Offshore AS and corresponded with North Offshore AS representatives regarding this matter. I am authorized by North Offshore AS to make this verification, and the reason for my making it as opposed to an officer or director of North Offshore AS is that there are none within the jurisdiction of this Honorable Court.



Michael J. Frevola

Sworn to before me this
1st day of October, 2007



Notary Public

4820253_v1 **Elvin Ramos**
Notary Public, State of New York
NO. 01RA4870243
Qualified in Queens County
Certificate filed in New York County
Commission Expires September 2, 2010